Management Personnel Supporting Growth of the Resona Group



Kazuhiro Higashi Director, President and Representative Executive Officer (President of Resona Bank, Limited)

Assumed the office of Executive Officer and General Manager of Financial Accounting Division of the Company in 2003, and then Director, Deputy President and Executive Officer in 2009, before assuming the current position of Director, President and Representative Executive Officer in 2013.

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Yuji Furukawa Director and Representative Executive Officer

Assumed the office of Executive Officer, in charge of Corporate Administration Division of Resona Bank, Limited in 2010, and then assumed the current position of Director and Representative Executive Officer in charge of Human Resources Division and Corporate Governance Office in 2016.

(Concurrently serves as Director and Executive Officer of Resona Bank, Limited)

Emi Osono Outside Director and Member of Nominating Committee

Assumed the position of Professor of Hitotsubashi University Graduate School of International Corporate Strategy in 2010, and then assumed the current position of Outside Director of the Company in 2011.

Tetsuya Kan Director and Representative Executive Officer

Assumed the office of Executive Officer, in charge of Osaka area (out-of city north block) of Resona Bank, Limited in 2008, and then assumed the current position of Director and Representative Executive Officer in charge of Group Strategy Division and Purchasing Strategy Division of the Company in 2013. (Concurrently serves as Director and Executive Officer of Resona Bank, Limited)

Kaoru Isono Director and Member of Audit Committee

Joined Long-Term Credit Bank of Japan in 1978. Assumed the office of Executive Officer in charge of Risk Management Division and Compliance Division of the Company in 2004, and then assumed the current position of Director of the Company in 2009.

Toshio Arima Outside Director, Chairperson of Nominating Committee, and Member of Compensation Committee

Joined Fuji Xerox Co., Ltd. in 1967. Assumed the office of President and Representative Director of Fuji Xerox Co., Ltd. in 2002, and then Outside Director of the Company in 2011 (incumbent). In the same year, assumed the office of Chairman of the Board of Global Compact Network Japan (incumbent), up to the present.

Yoko Sanuki Outside Director and Chairperson of Audit Committee

Registered as attorney-at-law in 1981. Assumed the office of Representative of NS Law Office (incumbent), and then assumed the current position of Outside Director in 2012.

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Tadamitsu Matsui Outside Director, Member of Nominating Committee, and Member of Compensation Committee

Joined Seiyu GK in 1973. Assumed the office of Director of Ryohin Keikaku Co., Ltd. in 1993, and then President and Representative Director in 2001. Assumed the office of President and Representative Director of MATSUI office corporation in 2010 (incumbent), and then assumed the current position of Outside Director in

11

Kazuyoshi Ikeda Executive Officer (President of Saitama Resona Bank, Limited)

Assumed the office of Executive Officer in charge of IR Office, Planning Division, Public Relations Divisions and Corporate Governance office of the Company in 2004. Assumed the office of Representative Director and President of Saitama Resona Bank, Limited, and Executive Officer in charge of Group Strategy Division (corporate management of Saitama Resona Bank, Limited) of the Company in 2014, up to the present.

Mitsudo Urano Outside Director and Chairperson of Compensation Committee

Joined Nichirei Corporation in 1971. Assumed the office of Representative Direc-

tor and President in 2001, and then Senior Advisor (incumbent) of Nichirei Corporation in 2013. In the same year, joined the Company as Outside Director, up to

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Hidehiko Sato Outside Director and Member of Audit Committee

Joined National Police Agency in 1968. Assumed the office of Commissioner General of National Police Agency in 2002. Registered as Attorney-at-law in 2011, and currently belongs to Hibiki Law Office (incumbent). Joined the Company as Outside Director in 2015, up to the present.

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Koji Nakamae Executive Officer (President of The Kinki Osaka Bank, Limited)

Assumed the office of Executive Officer and General Manager of Corporate Administration Division and in charge of Secretary's Office of The Kinki Osaka Bank, Limited in 2008. Assumed the office of Representative Director and Executive Officer of The Kinki Osaka Bank, Limited, and Executive Officer in charge of Group Strategy Division (corporate management of The Kinki Osaka Bank, Limited) of the Company in 2013, up to the present.

Top Commitment

Resona Holdings and Resona Bank



No. 1 Retail Bank

The Resona Group strives to become a financial services group that is most supported by regional customers as it walks together with them into the future.

The Resona Group is a financial services group with strong operating bases in the Tokyo metropolitan area and the Kansai region and focuses on individual customers and small and medium-sized enterprises ("SMEs"). Also, we are the largest commercial bank group in Japan with trust function, which is capable of responding on a one-stop basis to various needs of customers through our commercial banking services and a full line of trust and real estate services. Our strength lies in this unique business model.

With a fundamental belief that "Customers' joy and happiness are Resona's," we aim to become a No. 1 Retail Bank by pursuing customer-oriented services and increased convenience. We will strive to further enhance corporate value through a range of reforms to break away from conventional banking practices.



Please tell us about "Resona's reforms" executed after the injection of public funds.

It was in June 2013, or 13 years ago that Resona received the public fund totaling ¥1,960 billion under the Deposit Insurance Act. This was due to substantial decline in the capital adequacy ratio caused by the net loss of over ¥800 billion posted in the fiscal year ended March 2003 through the disposal of non-performing loans (NPLs) and latent losses on stocks and other securities, reversal of deferred tax assets and other factors. Following the infusion of public funds, we extensively pondered the reasons why we had faced such a circumstance, and subsequently executed "Resona's reforms" aimed at becoming "a true retail bank." What we have achieved through these reforms have now become Resona's strengths and at the same time an integral part of us for stakeholders to understand the Resona Group.

Following the public fund injection, the first measure we took was to overhaul the management structure. We called on Eiji Hosoya (deceased), the then Vice President of East Japan Railway Company, as a Chairman and invited outside directors from various sectors. As a result, we became the first Japanese banking group which adopted the committee-based corporate governance structure. Then, under such slogans as "Common sense of Resona is not common sense of the general public," "Never tell a lie, and don't put off a decision" and "We must become a bank that is indispensable to our society," which had continuously been expressed by the former Chairman, we commenced "Resona's reforms" centering on financial, service and operational reforms.

In the first two years, we began by pushing ahead with drastic financial reform, and swept away the negative financial legacies. The NPL ratio, which peaked at 11.2%, was down to 3.4% by the end of March 2005, and by the end of March 2016, it was down to 1.5%. In the same way, for policy-oriented stocks held, the balance of around ¥1.4 trillion was reduced to around ¥400 billion by the end of March 2005, after selling over ¥1 trillion. At the end of March 2016, the balance was approximately ¥350 billion. In the fiscal year ended March 2005, we regained profitability, and have maintained such status since then, even in the aftermath of the Lehman crisis.

In service reforms, we launched "Zero Waiting Time" campaign. We also extended the business hours on weekdays from 3 p.m. to 5 p.m. at virtually all of our branches. Through these initiatives, all of us have shared the sense that "Resona can change" as well as "we must change." Underlying idea of our "Service Reform" is to conceive from customers' perspective at all times.

In operational reforms, we undertook a radical overhaul of back-office work under the slogan of "3 NOs & 3 LESSes*". For a retail bank that handles a huge number of transactions with individual and SME customers, it is extremely important to strengthen services while at the same time increase cost competitiveness. While redefining our branches as a place for sales activities rather than a place for clerical work, we have significantly reduced the clerical work volume by standardizing and consolidating the clerical work process. Extra human resources generated from the reduction of administrative workload have been allocated to the sales departments, enabling us to strengthen sales force and enhance service level.

Through a range of reforms, the Resona Group was reborn as a company with "corporate culture that tirelessly encourages reforms."

^{* &}quot;3 NOs" represent "No Waiting Time," "No transaction Slips," and "No Seals." And "3 LESSes" represent "Paperless (reduce documents)," "Cashless (decrease cash transactions)," and "Back-less (reduce clerical work)"

Question 2

Please tell us about Resona's Value Creation Model.

Our strengths can be expressed in three "R"s—"Retail," which is to focus on our retail customer base composed of around 13 million individual customers and 430 thousand SMEs; "Relation," which is to build lasting relationships with customers through our three regionally oriented banks having primary operating base in the Tokyo metropolitan area and the Kansai region; "Reform," which is to continue to pursue reforms from the perspective of customers all the time.

We also have the unique feature of being Japan's largest commercial bank with trust functions which can provide a full range of trust banking services to retail customers. We also possess management resources including the highly flexible and cutting-edge IT infrastructure. Diversity in human resources is Resona's another strength. We became highly regarded as a bank which encourages female staffs to play active roles in the workplace. We have devoted significant management resources to train professional consultation staffs as well.

By combining such features and management resources with our strengths, we can provide high-quality financial services. In addition, through the "Omni-channel Strategy," we will deepen communication with our customers, and achieve significant improvements in customer convenience.

All of our activities have been supported by our advanced and transparent corporate governance system, the committee-based corporate governance structure which was adopted 13 years ago, and our strict risk management system.

In addition, we actively promote corporate social responsibility (CSR) activities. The keywords for our priority CSR issues include "Community," "Next Generation," "Diversity," and "Environment." Especially for "Next Generation.", we have engaged in financial and economic education activities for children, "Resona Kids' Money Academy," for over ten years and planted seeds for the future.

Based on this unique business model, we will create value and achieve sustainable growth with our customers.



What does "No. 1 Retail Bank" mean for you?

Our aim is to be the "No. 1 Retail Bank." This means we will become the best financial services group selected by individual and SME customers. When we try to provide innovative services as a front-runner, we need to remove every obstacle we encounter by ourselves. By trying to get over such difficulties, I believe we can accumulate true ability and achieve sustainable growth. For this reason, I will thoroughly focus on speed, competitiveness of our products and services, profitability and productivity.

Aiming to become the "No. 1 Retail Bank" is not merely a matter of winning competition with other banks. As players in other sectors such as retailers made an entry into the financial services, banks no longer have a monopoly on providing financial services. Recently, everyone talks about FinTech, information technology used for financial services. Technology advances every day. However, what customers desire is to receive high-quality consulting services from a reliable "person." In this respect, we will work on further improvements in the quality of our human capital so that we can provide high value-added services based on face-to-face interactive communication with our customers. Face-to-face communication, I believe, continues to be a fundamental element of the service industry.



What is your strategy to become "No. 1 Retail Bank"?

When I was appointed to president in April 2013, I laid out the three management policies of "Succession and further deepening of Resonaism," "Establishing a business model as new financial services business," and "Further deepening of the Group's consolidated management."

Succession and further deepening of "Resonaism"

Our objective is to provide services that exceed the customers' expectations. To achieve this is "Resonaism" and our former chairman, Mr. Hosoya instilled the spirit. We inherited this "Resonaism" which encourages us to take on challenge for further reforms and have consistently strengthened this spirit within our organization. Our reforms will never end and we further deepen the "Resonaism." I will accelerate the speed of our reforms even further.

Establishing a business model as a new financial services business

What I have in my mind when I refer to "a new financial services business" will be accomplished by doing away with the conventional concept of banking services and making Resona Group banks available and accessible wherever a customer is and whenever he/she wants to utilize our services. We have commenced "Omni-channel Strategy" on a full scale in order to respond flexibly to diversifying financial behaviors of our customers and their sense of values. Based on this strategy, we will deliver our services via optimal channels.

Further deepening of the Group's consolidated management

By sharing each group bank's information and solution capabilities, the Resona Group can provide customers with high-quality services and valuable information while maintaining the close presence as a close friendly banking partner.

The Group's consolidated management has taken root and is making steady progress. Sharing of the trust and real estate functions of Resona Bank, business matching activities by the Group banks, and the universal over-the-counter services now available at any Resona Group banks' branches are the examples of such progress.

In July 2015, we renewed the "Resona Brand Declaration." The new brand message, "Link Together, Shape the Future" expresses our determination to reach out to all our customers and other stakeholders, ensure a prosperous future for our customers, and create new financial services that go beyond conventional wisdom. The new brand message also means that we will succeed and hand over the "Resonaism" spirit of reform that has guided us since the launch of the Group. In the Medium-term Management Plan (from the fiscal year ended March 31, 2015 to the fiscal year ending March 31, 2018) announced in February 2015, we adopted the two-pillar business strategies of "Cultivating strategic business areas even further" and "Challenging to create new profit opportunities" in an aim to shift our mindset toward aggressive management for the next decade following our full repayment of public funds.



The first pillar of "cultivating strategic business areas even further" means we will strengthen "growth, turnaround, and business succession solutions" for SMEs by leveraging the Group's trust banking and real estate functions. For individual customers, we will attempt to create "total life solutions" that deliver highly valuable solutions tailored to the customers' financial needs at various stages of their lives in a timely fashion.

"Challenging to create new profit opportunities" refers to establishment of a business model for a "new financial services business" which goes beyond conventional banking practices. Specifically, we will accelerate the "Omni-channel Strategy" with "anytime" and "anywhere" being key concepts and aim to establish a system in which we can provide high-quality services to our customers at any time and via any channels each of them finds convenient. We are also expanding the three open platforms of "retail customer base and functions," "trust, real estate, and international business functions," and "administration and IT systems," by strengthening strategic investments and expanding alliances.

We have made steady progress in realizing overwhelming customer convenience, for example by launching the 24/7 real-time account transfer services among the Group's three banks, and by commencing screening of housing loan applications on holidays and execution of housing loans on holidays.

In April 2016, we declared ourselves as "Omni-bank," combining "Omni-channel" and "Bank." By doing this, we aim to gain increasing recognition of our strategy.

In August 2015, we established Resona Asset Management Co., Ltd. as part of our strategy to strengthen the "open platforms." The needs for asset management among individuals are expected to increase as they start shifting their money from savings to investments. Against a backdrop of such trend, we will provide the asset management know-how we have acquired through our experience in corporate pension management to individual customers both inside and outside the Group.



To all stakeholders of Resona Group, please comment on the recent trend of business performance and capital management policies.

Full Repayment of Public Funds

Since the injection of public funds in 2003, the most important management issue had been the full repayment of the funds. In June 2015, we fully repaid them. Once again, we would like to thank the people of Japan, our business partners and our shareholders for their continued support up to now.

Full repayment of public funds is not our goal, but just a start for our new financial services. We are determined to live up to the expectations of our stakeholders and increase our corporate value while we provide customers with financial services that will shape their bright future.

Financial results for the fiscal year ended March 31, 2016

During the fiscal year ended March 31, 2016, the Japanese economy stagnated temporarily due to unclear outlook for the future as uncertainties regarding overseas economies surfaced and market volatility was heightened following the introduction of the negative interest rate policy by the Bank of Japan.

Under such operating environment, Resona Holdings, on a consolidated basis, posted ¥183.8 billion of net income attributable to owners of the parent for the year. It was down ¥27.6 billion from the previous fiscal year primarily due to decrease in net gains on stocks and increase in credit-related expense, but exceeded the profit guidance by ¥8.8 billion. Amid the severe operating environment, the customer divisions made strenuous efforts to make contributions to the results.

Earnings target for the fiscal year ending March 31, 2017

For the fiscal year ending March 31, 2017, given great uncertainties regarding the economic environment, we have announced our "earnings target" instead of the former earnings forecast of ¥160 billion in terms of Resona Holdings' consolidated net income attributable to owners of the parent.

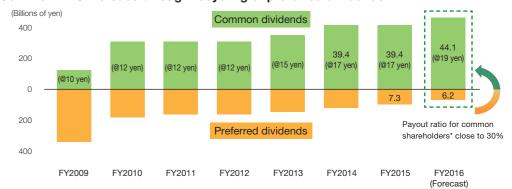
Although the loan yield is expected to decline due to the negative interest rate policy, we will build up good-quality loan assets by responding properly to financing needs of our corporate and individual customers for capital investments and acquisition of houses while we aim to increase our fee income by promoting our asset formation support business. At the same time, we will make every effort to effectively control our operating expenses and maintain the soundness of our loan portfolio so that we will be able to general stable net profit.

Direction of capital management

In terms of our capital ratio target, we aim to achieve 8% or higher common equity Tier 1 ratio (excluding net unrealized gains on available-for-sale securities) stably. Also we aim to maintain common shareholders' equity-based ROE over 10%. Common equity Tier 1 ratio (excluding net unrealized gains on available-for-sale securities) as of March 31, 2016 was 8.13%, already in excess of our target. However, in anticipation of stricter capital adequacy rules, we believe it is necessary to strengthen our capital base to some extent while giving due attention to the level of ROE and enhancement of shareholder returns.

As for the forecast of dividend per common share for the fiscal year ending March 31, 2017, we plan to increase ¥2 per share and pay ¥19 per share annually. During the current fiscal year, we plan to repurchase and cancel the outstanding Class Six Preferred Stock (¥75.0 billion), subject to a regulatory approval. The preferred dividends to be saved by the repurchase will be shifted to our common shareholders so that we can increase dividends for common shareholders. In this regard, the planned DPS increase is in line with the shareholder return policy we have presented.

Common DPS increase through recycling of preferred dividends I



* Total amount of common dividends planned for FY2016 / (Net income target for FY2016 – Total preferred dividends to be paid)

In conclusion

Japan has now entered what we call "super-aged" society and it has become one of the most important social challenges to hand over assets and businesses smoothly to the next generation. Services that banks are expected to provide are changing constantly as IT technologies advance rapidly. I believe that Resona's existential value will be to offer a help for such social challenges and create new values.

We will continue our challenges with a sense of responsibility to help regional as well as national economy revive and proper by supporting our customers' businesses and lives financially.

We request your continuing supports and encouragements in the years ahead.

July 2016

Saitama Resona Bank



Aiming to be a bank trusted by residents of Saitama Prefecture and that grows with the prefecture. Becoming the No. 1 regional financial institution based on our corporate credo, "we preserve what we should preserve" and "we change what we should change."

I would like to sincerely thank all stakeholders for their continued support and business with Saitama Resona Bank.

In fiscal 2015, the economy of Saitama Prefecture showed signs of recovery centered on consumer spending and housing investment, supported by moderate improvement in the employment situation and other factors. However, during the second half of the fiscal year, economic prospects turned unclear as corporate production activities and export growth became stagnant while capital expenditures by corporations lost momentum due to slowdown in emerging economies.

Meanwhile, the "Saitama economic area" has been steadily expanding because it maintains the top position in terms of the number of companies making entries to Saitama prefecture and the population has been on the rise continuously since the entire Ken-O Expressway or Metropolitan Inter-City Expressway opened.

Under these circumstances, Saitama Resona Bank is accelerating its measures to implement the "Omnichannel strategy" to which all Resona Group banks are committed, in an effort to improve customer convenience and provide high-quality financial services. Specifically, we have opened four "7 Days Plazas," new outlet open 365 days a year, including the three (Kawaguchi, Minamikoshigaya and Honkawagoe) which we opened during fiscal 2015. In addition, we reopened the

Tokorozawa Higashiguchi Branch which extended its business hours to 8 p.m. as the first attempt by the Resona Group banks. The renewed branch office also commenced "'seal-less' transactions."

We work to strengthen our relationships with regional communities and customers by providing our distinctively unique solutions, including the trust and real estate functions, information network covering the entire Japan and overseas which are offered as Resona Group's common platform functions, in a timely fashion. Also we strive to enhance our presence in Saitama Prefecture by proactively getting involved in regional revitalization initiatives.

Looking ahead, the Saitama Resona Bank will address the challenge of evolving into a new financial services provider through our various initiatives to meet the diverse financial needs of our customers. At the same time, as a regional financial institution for Saitama Prefecture, we will realize our founding vision of becoming a bank trusted by the residents of Saitama Prefecture and that grows with the prefecture.

I would like to thank all stakeholders for their continued support and encouragement.

July 2016

Kinki Osaka Bank



Aiming to be a regional bank supported and appreciated the most by customers

I would like to sincerely thank all stakeholders for their continued support and business with the Kinki Osaka Bank, Ltd.

In fiscal 2015, against a background of heightened uncertainty in overseas economies, economic prospects of the Kansai region dimmed over the second half of the fiscal year, reflecting a rise in prices of raw materials, foreign exchange-rate fluctuation and other negative factors, combined with sluggish capital investment growth. On the other hand, looking ahead, we expect expanded economic activity, driven by sectors that remain robust and the increase in the number of foreign visitors to Japan as well as the accompanying inbound consumption boost.

In this environment, as a regional financial institution of the Resona Group, we promote community-based financial services that emphasize *kizuna* (bonds) with customers, and accelerate the support for growth of customers in an effort to improve customer convenience and revitalize the regional economy.

We also proactively work to spur regional revitalization through urban development, regional activation and competitive empowerment of local industries. Looking ahead, we plan to contribute further to the revitalization of the Kansai region through alliances with local public organizations, universities and specialist institutions, providing our solutions to manufacturing companies and enterprises in their start-up stage.

In December 2015, we moved our head office to the Osaka Head Office building of the Resona Group. We will work to better serve customers by strengthening collaborations within the Group, and by promptly providing a wide range of high-quality financial services.

While continuing to draw on our distinctiveness as a community-based regional bank with strong ties with customers, we are taking measures that will enable us to contribute to all community stakeholders and become a bank supported and appreciated the most by customers through contribution to the regional community not only via our main businesses but via activities beyond our main practices.

Once again, I would like to thank all our stakeholders for their continued support and encouragement to us.

July 2016

Interview with Outside Directors





How would you evaluate the corporate governance of Resona?

Arima: I think the fact that independent Outside Officers account for a majority of members of the Board of Directors, and that Outside Officers form the core of each of the Nominating, Compensation and Audit Committees and serve as Chairpersons, indicates that the corporate governance system at Resona has achieved an outstanding degree of transparency and objectivity. Sanuki: I think it's admirable that there is a clear separation between the function of monitoring and business execution of management, and that the Board of Directors is maintaining the monitoring role, by adopting an institutional framework of a "company with a nominating committee etc." model. Placing Internal Audit Division directly under the control of the Board of Directors or Audit Committee has also enabled the Audit Committee to order internal audits in cases of scandals, etc. involving management. This, I think, is also a major contribution to enhancement of the corporate governance.

Urano: With regard to succession plans, which are one of the most important points of corporate governance, I believe it is a major strength that a high degree of transparency is achieved with the involvement of Outside Officers in discussions, from clarification of the ideal candidate profile to selection and training of such candidates. Although the ultimate personnel selection is

conducted by the Nominating Committee, I believe it is an excellent mechanism that enables Outside Officers to gain detailed knowledge of candidate personnel during such selection process, and to voice opinions.

Arima: Concerning an atmosphere among the Board members, President Higashi and all Executive Officers seek our opinions and effectively utilize them in management. We hope to respond adequately to their expectations.

Sanuki: Also, as we are expected to monitor the management and advise from an external point of view, we need to carefully consider to what extent we should get access to technical information and get involved in such discussion. Nevertheless, my role as a member of the Audit Committee, I need to understand and address more information.

Urano: We receive necessary lectures and materials before the meetings and Resona provides information to Outside Officers adequately. But because banks are in general subject to far more legal constraints than other sectors, there might be a lack of knowledge in these areas. However, I think it is important to bring outside perspectives that are not rooted in conventional wisdom to bring about change at banks, taking account of regulatory reforms and other factors.

Please give us your thoughts on vision of sustainable growth of Resona.

Osono: Resona has declared its goal of being a "true service provider" and has carried out numerous reforms, but I believe what's important is to firmly establish the spirit of such change within the organization as a corporate culture. As Mr. Urano previously mentioned about the succession plans, I believe that the leader of Resona requires the qualities to encourage the reforms, and if personnel with such qualities will be spread not only to the management but also to the employee level, everybody becomes aware of the need of the reforms and it will give rise to numerous changes. Then, Resona will be able to build a unique position that will lead to further growth.

Matsui: There is an idea raised by Peter Drucker that "business has only two functions — marketing and innovation." If you look at how this applies to the growth strategy of Resona, marketing means knowing the changes affecting the customer — for example, it is important to understand and anticipate changes in customer segmentation and needs due to the aging of the population. And depth of that understanding is decisive factor to success or failure. Innovation also changes the way the company operates, and the possibility of growth differs greatly depending on what can and cannot be done. In this regard, we do need to get

away from the specialist world of banking and base our perspective on other sectors. And it will be necessary to have a corporate culture and an ability to get things done with regard to marketing and innovation.

Sato: I think companies that cannot respond to changes will not grow, or even survive. On the other hand, in order to accomplish the corporate mission, the company needs to have solid foundation of the business. In the case of Resona, mentioned by Ms. Osono earlier, to be a "true service provider," Resona aims to become the No. 1 retail bank under the slogan "common sense for banks is not common sense for the general public." Putting "the customer first" is the basic idea. Now by upholding this and resolutely getting done with marketing and innovation explained by Mr. Matsui, Resona can open the pathway to sustainable growth.

Osono: Innovation involves risk-taking. In particular, in the case of banks, because it causes enormous inconvenience to the customer if there is a mistake, there is a tendency to keep things within strict limits and act with a steady hand. While striking the right balance in this regard, I think what is expected of us as Outside Directors is creation of an environment for proactively meeting challenges.